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INTERSTATE OCUMENCE COMMISSION

TRUST INDENTURE SUPPLEMENT (SPT 1994-C) NO. 1

Dated as of September 29, 1994

of

SHAWMUT BANK CONNECTICUT, NATIONAL ASSOCIATION, not in its individual capacity except as expressly provided herein but solely as Owner Trustee

133 Remanufactured SD40M-2 Locomotives

Filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on 1994 at _____.M. Recordation Number ____ and deposited in the Office of the Registrar General of Canada pursuant to Section 90 of the Railway Act of Canada on _______, 1994, at _____.M. _____, 1994, at _____.M.